

Law Offices of

CHAPMAN AND CUTLER

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June 27, 2001

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
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Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23525-C FILED  
JUN 27 '01 3-59 PM  
TS  
SURFACE TRANSPORTATION BOARD

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2001-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BNSF 2001-B), dated as of June 28, 2001, between the Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*") and Allfirst Bank, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2001-B), dated as of June 28, 2001, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*") and Wilmington Trust Company, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: Allfirst Bank  
25 South Charles Street MC 101-591  
Baltimore, Maryland 21201

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 51 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks BNSF 5368 through BNSF 5419; as specifically described in Exhibit A attached hereto.

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A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture Supplement No. 1 (BNSF 2001-B) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee and Allfirst Bank, as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C. 20016-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/b  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	51	BNSF 5368 through BNSF 5369, inclusive, BNSF 5371 through BNSF 5419, inclusive

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(BNSF 2001-B)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Allfirst Bank, a Maryland banking corporation, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2001-B), dated as of June 1, 2001 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2001-B), dated June 28, 2001, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By   
Name: Anna Dallago  
Title: Financial Services Officer

Executed on this 28<sup>th</sup> day of June, 2001.

ALLFIRST BANK

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2001.

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SURFACE TRANSPORTATION BOARD

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(BNSF 2001-B)**

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**WITNESSETH:**

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 2001-B), dated as of June 1, 2001 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (BNSF 2001-B), dated June ~~28~~, 2001, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2001.

ALLFIRST BANK

By   
Name: ROBERT D. BROWN  
Title: VICE PRESIDENT

Executed on this 20<sup>th</sup> day of June, 2001.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 20<sup>th</sup> day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington, DE

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of ALLFIRST BANK, that said instrument was signed on June \_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Maryland )  
City Baltimore ) SS.:  
COUNTY OF Baltimore )

On this, the 20<sup>th</sup> day of June, 2001, before me, a Notary Public in and for said ~~County~~ <sup>City</sup> and State, personally appeared Robert D. Brown who being by me duly sworn, says that (s)he is the Vice President of ALLFIRST BANK, that said instrument was signed on June 20, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Richard K. Bault  
Name:  
Notary Public  
My Commission Expires: 7/13/2002  
Residing in Baltimore, MD

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	51	BNSF 5368 through BNSF 5369, inclusive, BNSF 5371 through BNSF 5419, inclusive